

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION



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In the Matter of: : ADMINISTRATIVE PROCEEDING  
File No. 3-15453  
China Cablecom Holdings, Ltd. :  
(n/k/a China Cablecom Ltd.), : **ANSWER TO ORDER**  
Respondents. : **INSTITUTING ADMINISTRATIVE**  
: **PROCEEDINGS AND NOTICE OF**  
: **HEARING PURSUANT TO**  
: **SECTION 12(j) OF THE**  
: **SECURITIES EXCHANGE ACT OF**  
: **1934**  
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Pursuant to the Securities and Exchange Commission's ("Commission") Rules of practice (17 C.F.R. § 201.220(b)), Respondent China Cablecom Holdings, Inc. ("CABL" or the "Company"), by their undersigned attorneys, hereby answer the Order Instituting Administrative Proceedings and Notice of Hearing Pursuant to Section 12(j) of the Securities Exchange Act of 1934, dated March 13, 2012 (the "Order") as follows. CABLF denies all allegations, stated or implied, of improper, wrongful or actionable conduct. CABLF further denies any allegation in the arbitration demand that is not specifically addressed herein.

**RESPONDENT'S STATEMENT OF FACTS**

CABL is a British Virgin Islands corporation, formed in 2007. Prior to March 2012, the Company was a joint-venture provider of cable television services in the PRC, operating in partnership with a local state-owned enterprise ("SOE") authorized by the PRC government to control the distribution of cable TV services. The joint ventures acquired the networks the Company had previously operated in Binzhou, Shandong Province in September 2007 and in Hubei Province in June 2008 by entering into a series of asset purchase and services

agreements with companies organized by SOEs owned directly or indirectly by local branches of the State Administration of Radio, Film, and Television to serve as holding companies of the relevant businesses. Following the recent disposal of the Company's interest in the Hubei network and suspension of operations in Binzhou, it is now a dormant, non-operating company. By virtue of the sale of assets, the Company has been able to distribute significant amounts to its creditors. Efforts to provide additional distributions to investors are ongoing.

Beginning in June 2010, the Company's securities were listed and traded on the NASDAQ Global Market under the symbol "CABL." The NASDAQ delisted the Company in or about May 2011, and the Company's securities currently trade in the over-the-counter market under the symbol "CBLF.PK."

Until recently, the Company has been managed by Chinese nationals residing in the People's Republic of China ("PRC"). As a result of changes in circumstances, the Company ceased providing cable television services. It has not made its periodic filings since it filed its annual report for the year ended December 31, 2010. In view of the recent finalization of the termination of all its business operations in the PRC, and at the insistence of certain investors, the Company has determined to change direction and become current in its filing obligations under the Exchange Act. It is anticipated that the Company will file an Annual Report on Form 20-F shortly, reporting for the period ended December 31, 2011, and then file for the year ending December 31, 2012.

**ANSWER WITH RESPECT TO THE ALLEGATIONS SET FORTH IN SECTION II**

1. With respect to paragraph 1 of subsection A of Section II, Respondent CABLF denies the allegations, except admits that CABLF is a British Virgin Islands corporation previously located in Shanghai, China with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g); that CABLF last filed a Form 20-F was for the period

ended December 31, 2010, and refer to the filing for its contents; and that the ordinary shares of CABLF are quoted on OTC Link (formerly "Pink Sheets") operated by OTC Markets Group Inc. and are eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

2. With respect to paragraph 2 of subsection B of Section II, Respondent CABLF denies the allegations, except admits that CABLF last filed a Form 20-F for the period ended December 31, 2010 and avers that the filing of the Form 20-F for the period ended December 31, 2011 is imminent.

3. Paragraph 3 of subsection B of Section II purports to state legal conclusions to which no responsive pleading is required. To the extent that Paragraph 3 alleges facts to which a response is required, Respondent CABLF denies the allegations.

4. Paragraph 4 of subsection B of Section II purports to state legal conclusions to which no responsive pleading is required. To the extent that Paragraph 3 alleges facts to which a response is required, Respondent CABLF denies the allegations.

## **DEFENSES**

### **First Defense**

In light of Respondent's statement of facts, any and all relief proposed by the Commission (paragraph B of Section III) is impermissibly punitive.

### **Second Defense**

In light of Respondent's statement of facts, any and all relief proposed by the Commission (paragraph B of Section III) is not in the public interest, nor is such relief appropriate for the protection of investors.

### **Third Defense**

In light of Respondent's statement of facts, any and all relief proposed by the Commission (paragraph B of Section III) is premature.

**Fourth Defense**

In light of Respondent's statement of facts, any and all relief proposed by the Commission (paragraph B of Section III) is unnecessary, as Respondent has no prior record of non-compliance with SEC regulations and has indicated and demonstrated to the Commission a willingness to take corrective action as soon as appropriate to do so.

**CONCLUSION**

WHEREFORE, having fully answered, Respondent respectfully request that:

1. The relief sought and described in the Order of Section III be denied and that the these proceedings be dismissed; and
2. Respondent be granted and awarded all such other and further relief as the Commissioner deems just and proper.

Dated: October 2, 2013

Respectfully submitted,

LOEB & LOEB LLP

By: \_\_\_\_\_

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